



JAN 21 1981 - 1 15 PM
BURLINGTON NORTHERN
INTERSTATE COMMERCE COMMISSION

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INTERSTATE COMMERCE COMMISSION

LAW DEPARTMENT

RECORDATION NO. 12785-1-021-1-100
Filed 1425

RECORDATION NO. 12785-1-021-1-100
Filed 1425

176 East Fifth Street
St. Paul, Minnesota 55101
Telephone (612) 298-2378

RECORDATION NO. 12785-1-021-1-100
Filed 1425

JAN 21 1981 - 1 15 PM
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INTERSTATE COMMERCE COMMISSION
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JAN 21 1981
Fee \$ 50.00

JAN 21 1981 - 1 15 PM
INTERSTATE COMMERCE COMMISSION

Office of the Secretary
Interstate Commerce Commission
Washington, D.C. 20423

ICC Washington, D. C.
12785-1-021-1-100

January 20, 1981

RECORDATION NO. 12785-1-021-1-100
Filed 1425

Gentlemen:

JAN 21 1981 - 1 15 PM

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INTERSTATE COMMERCE COMMISSION
INTERSTATE COMMERCE COMMISSION
There is submitted herewith for filing with the Commission pursuant to Section 11303 of the Interstate Commerce Act two fully conformed counterparts of that certain St. Paul-Duluth Division Mortgage of the Northern Pacific Railway Company dated June 15, 1900 which ran in favor of Guaranty Trust Company Of New York as Trustee, together with amendments thereto, dated July 1, 1902, April 6, 1908, June 1, 1920, April 24, 1937, April 27, 1942, December 30, 1943, March 2, 1970 and October 14, 1976, together with two original counterparts of the Satisfaction and Release of said mortgage dated November 12, 1980.

Enclosed is a check payable to the order of the Commission for \$50.00 in payment of the recordation fee.

The names and addresses of the parties to the mortgage are as follows:

St. Paul-Duluth Division Mortgage, Northern Pacific Railway Company

Original Trustee: Guaranty Trust Company of New York
New York, New York

Successor Trustee: Morgan Guaranty Trust Company of New York
Attn: Corporate Trust Department
30 West Broadway
New York, New York 10015

Original Mortgagor: Northern Pacific Railway Company
176 East Fifth Street
St. Paul, Minnesota 55101

RECEIVED
JAN 21 1981
FEE DEPARTMENT

Steven Paul Rued
C. Dean [Signature]

January 20, 1981

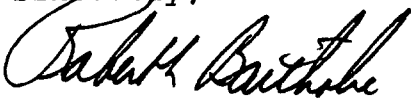
Successor Mortgagor: Burlington Northern Inc.
176 East Fifth Street
St. Paul, Minnesota 55101

General Description of the Mortgage:

All of the line of railroad branches and other property formerly belonging to the St. Paul-Duluth Railway Company (predecessor in interest and title to Northern Pacific Railway Company, predecessor in interest and title to Burlington Northern Inc.), the main line of which extend generally from the City of St. Paul in Ramsey County, Minnesota, to Lake Superior at Duluth in St. Louis County, Minnesota, a distance of 156 miles more or less, together with branches thereof as more fully described in the Granting Clauses of said mortgage. All of which have now been released from the lien of the mortgage and the mortgage fully cancelled, satisfied, and discharged.

Please return to the individual presenting these documents for recordation, Mrs. Carolyn H. Kunkel, one set of the enclosed documents, stamped and bearing the notation as provided in Section 1116.5(a) of the Commission's Regulations.

Sincerely,



Robert L. Bartholic
Assistant General Counsel

RLB/gtdl,23



BURLINGTON NORTHERN

LAW DEPARTMENT

176 East Fifth Street
St. Paul, Minnesota 55101
Telephone (612) 298-2121

No. 0231173
Date JAN 23 1981
Per 110.00
130 Washington, D. C.

January 21, 1981

Mrs. Carolyn H. Kunkel
Kunkel Transportation Services, Inc.
Suite 523
425-13th Street N.W.
Washington, D.C. 20004

Dear Mrs. Kunkel:

With reference to Mr. Bartholic's telephone conversation today with Ms. Mildred Lea of the Recording Section of the Interstate Commerce Commission I am enclosing a check for an additional \$110 filing fee for the filing and recordation of the St. Paul-Duluth Division Mortgage of the Northern Pacific Railway Company dated June 15, 1900 and its supplements and Satisfaction with the Interstate Commerce Commission.

Please handle as before.

Very truly yours,

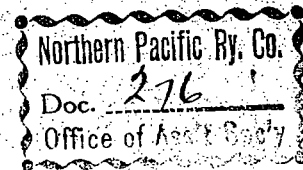
Patricia A. Jung

Patricia A. Jung
Administrative Secretary

Enclosure

RECEIVED
JAN 23 1981
FEE OPERATION BR.

12785 / C
RECORDATION NO. _____ FILE NO. _____
JAN 21 1981 - 1 15 PM
INTERSTATE COMMERCE COMMISSION



**Supplement to St. Paul-Duluth Division
Mortgage.**

NORTHERN PACIFIC RAILWAY COMPANY

TO

GUARANTY TRUST COMPANY OF NEW YORK

TRUSTEE

Dated June 1, 1920

THE BALLOU PRESS NEW YORK

NORTHERN PACIFIC RAILWAY COMPANY

to

GUARANTY TRUST COMPANY OF NEW YORK

*Supplement to St. Paul-Duluth Division Mortgage of the
"Railway Company."*

AN INDENTURE, made this first day of June, in the year one Thousand nine hundred and twenty, between

NORTHERN PACIFIC RAILWAY COMPANY, a corporation created by and existing under the laws of the State of Wisconsin (hereinafter termed the "Railway Company"), and

GUARANTY TRUST COMPANY OF NEW YORK, a corporation created by and existing under the laws of the State of New York (hereinafter termed the "Trustee").

WHEREAS, the "Railway Company", on or about the fifteenth day of June, in the year one thousand nine hundred, executed to the "Trustee" an indenture bearing date on that day, known as "St. Paul-Duluth Division Mortgage" of the "Railway Company", whereby the "Railway Company" mortgaged to the "Trustee" the railroad and branches and other property described in said indenture purchased by the "Railway Company" from the St. Paul & Duluth Railroad Company; which indenture has been duly recorded as required by law in the States of Minnesota and Wisconsin; and

WHEREAS, it was provided in said indenture that the bonds issued thereunder and secured thereby should never at any time be outstanding in a principal sum exceeding \$20,000,000.00, that bonds for the aggregate principal sum

of \$9,215,000.00 should be certified by the "Trustee" and delivered to the "Railway Company" immediately upon the execution of said indenture, that \$5,283,000.00 par value of said bonds should be reserved to be executed, certified and delivered only for the acquisition by purchase or exchange or retirement of a like par amount of certain underlying bonds and car trust certificates of the aggregate par value of \$5,283,000.00 then outstanding, and that \$502,000.00 par value of said bonds should be reserved to be executed, certified and delivered only for the purpose of reducing grades and making changes of the lines of the railways and branches then subject to the lien of said indenture, and for the acquisition or construction of other betterments or improvements of any of the railways, branches or terminals then subject to the lien of this indenture, and for the acquisition of new real estate or other additions upon which said indenture should become a first lien; and

WHEREAS, there are at this date outstanding under and secured by said St. Paul-Duluth Division Mortgage a total aggregate principal sum of \$8,080,000.00 of said bonds, and the "Railway Company" desires to close and terminate its right to issue or to call on the "Trustee" for certification of any further bonds under said indenture for any of the purposes therein stated;

THEREFORE, in consideration of the premises and of the sum of one dollar by the "Trustee" to the "Railway Company" in hand paid, the receipt of which is hereby acknowledged, the "Railway Company" releases and surrenders to the "Trustee", for better security of the bonds now outstanding under and secured by said St. Paul-Duluth Division Mortgage, all right of the "Railway Company" to issue, or call on the "Trustee" for certification of, any bonds under said indenture additional to said \$8,080,000.00 in bonds now outstanding and secured thereby.

The "Trustee", for better security of the bonds now outstanding under and secured by said St. Paul-Duluth Division Mortgage, hereby accepts this release and surrender.

IN WITNESS WHEREOF, the "Railway Company" has caused this indenture to be signed and acknowledged by its President and its corporate seal to be hereunto affixed attested by the signature of its Assistant Secretary the day and year above written; and the "Trustee" has caused its corporate seal to be hereto affixed and attested by its Assistant Secretary and these presents to be signed or acknowledged and approved by its Vice President the day and year first above written.

NORTHERN PACIFIC RAILWAY COMPANY,
By Jule M. Hannaford
President

(SEAL)

Attest:

Richard H. Relf,
Assistant Secretary.

Witnesses as to Northern Pacific
Railway Company:
W. J. Barron,
Russell H. Dick

GUARANTY TRUST COMPANY OF NEW YORK,
By F. J. H. Sutton
Vice President

(SEAL)

Attest:

C. M. Schmidt.

Witnesses as to Guaranty Trust
Company of New York:
M. R. Pringle
Russel H. Dick

STATE OF MINNESOTA }
County of Ramsey } ss.:

On this 28th day of June, 1920, before me personally appeared JULE M. HANNAFORD and RICHARD H. RELF, to me personally known, who, being by me duly sworn, did say that said Jule M. Hannaford is the President and said Richard H. Relf is the Assistant Secretary of the Northern Pacific Railway Company, the corporation described in and which executed the foregoing instrument; that they know the corporate seal of said corporation, and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors; and said Jule M. Hannaford and said Richard H. Relf severally acknowledged said instrument to be the free act and deed of said corporation.

L. R. FELLOWS

Notary Public, Ramsey County, Minnesota.

My commission expires April 2, 1925

(Notarial)

(Seal)

STATE OF NEW YORK }
 County of New York } ss.:

On this 8th day of July, 1920, before me personally appeared F. J. H. SUTTON and C. M. SCHMIDT, to me personally known, who, being by me duly sworn, did say that said F. J. H. Sutton is the Vice President and said C. M. Schmidt is the Assistant Secretary of the Guaranty Trust Company of New York, the corporation described in and which executed the foregoing instrument; that they know the corporate seal of said corporation, and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors; and said F. J. H. Sutton and said C. M. Schmidt severally acknowledged said instrument to be the free act and deed of said corporation.

JOHN A. LYON
 Notary Public, New York,
 My commission expires March 30, 1921.
 Notary Public
 Bronx Co. Clk's No. 64, Reg. N. 2157
 N. Y. Co. Clk's No. 341, Reg. No. 1991
 Commission expires March 30, 1921.

(Notarial)
 (Seal)